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FLORIDA NON-PROFIT CORPORATION

THE FAMILY LIGHTHOUSE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE FAMILY LIGHTHOUSE FOUNDATION, INC.**

ARTICLE I - NAME

The name of this Corporation is **THE FAMILY LIGHTHOUSE FOUNDATION INC.**, a Florida not-for-profit corporation (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

101 North Riverside Drive, Suite 214
Pompano Beach, Florida 33062

ARTICLE III - NATURE OF CORPORATION

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and Treas. Reg. 1.501(c)(3)-1, or the corresponding section of any future federal tax code, and pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE IV - PURPOSE

The Corporation is a human service organization that is committed to enriching the lives of qualified, under privileged children and their families through fundraising and specifically designed programs that will raise their spirit and maintain a productive state of mind.

ARTICLE V - DURATION

The Corporation is to exist perpetually.

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3) Directors. The Board of Directors will consist of persons appointed as provided for in the Bylaws. Initially, the Board will consist of the following persons:

Angela Jordan

Frank Rosso

Martin Kurtz

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

**Frank Rosso
101 North Riverside Drive, Suite 214
Pompano Beach, Florida 33062**

ARTICLE VIII - REGISTERED OFFICE AND AGENT

**Frank Rosso
101 North Riverside Drive, Suite 214
Pompano Beach, Florida 33062**

ARTICLE IX - BYLAWS

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or

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Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

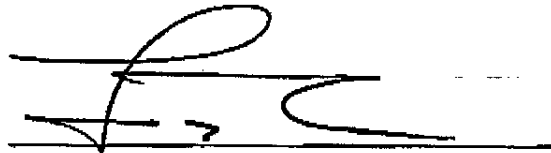
ARTICLE X - DISSOLUTION

Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on November 7, 2001.

A handwritten signature in black ink, appearing to read 'Frank Rosso', is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long horizontal stroke at the end.

Frank Rosso, Incorporator

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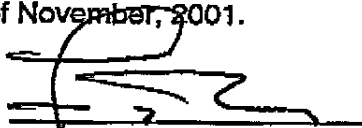
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

THE FAMILY LIGHTHOUSE FOUNDATION, INC., a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at 101 North Riverside Drive, Suite 214, Pompano Beach, Florida 33062, appoints Frank Rosso as its agent to accept service of process within State of Florida.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **THE FAMILY LIGHTHOUSE FOUNDATION INC.**, a not-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with and accept the obligations of that position.

Dated this 7th day of November, 2001.


Frank Rosso

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